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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

Winter Park ALF, LLC

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**ARTICLES OF ORGANIZATION  
OF  
WINTER PARK ALF, LLC**

These Articles of Organization are submitted for the purpose of forming a limited liability company pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, as the same may from time to time be amended (the "Act").

**ARTICLE I - NAME**

The name of this limited liability company (the "Company") is Winter Park ALF, LLC.

**ARTICLE II - ADDRESS**

The address of the principal office and mailing address of the Company is 2699 Lee Road, Suite 450, Winter Park, Florida 32789.

**ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32207 and the name of its initial registered agent at such address is John R. Ibach.

**ARTICLE IV - MANAGEMENT OF THE COMPANY**

The Company is to be managed by one or more managers and is, therefore, a manager-managed company.

**ARTICLE V - LIMITED LIABILITY**

Except as otherwise expressly provided by the Act, no member, manager, officer, agent or employee of the Company shall be personally liable for the debts, obligations or liabilities of the Company, whether arising in contract, tort or otherwise, or for the acts or omissions of any other member, manager, officer, agent or employee of the Company.

IN WITNESS WHEREOF, the undersigned, being an authorized representative of the Company, has executed these Articles of Organization this 5 day of December, 2007. In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

  
\_\_\_\_\_  
John R. Ibach  
Authorized Representative

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the below named limited liability company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the limited liability company is:

Winter Park ALF, LLC

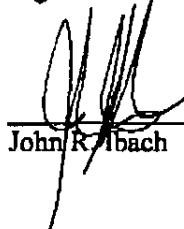
2. The name and address of the registered agent and office are:

John R. Ibach  
1301 Riverplace Boulevard, Suite 1500  
Jacksonville, Florida 32207

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated: December 5, 2007

Signature of Registered Agent

  
John R. Ibach

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